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Attorneys for Digital Lewisville, LLC,
a Delaware limited liability company

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, *et al.*) Chapter 11
Debtors.) Jointly Administered
)

**DIGITAL LEWISVILLE, LLC'S LIST OF POTENTIAL WITNESSES
AND POTENTIAL EXHIBITS FOR NOVEMBER 19, 2012 SALE HEARING**

Digital Lewisville, LLC ("Digital") submits the following list of potential witnesses and potential exhibits in the event that the above-captioned debtors (the "Debtors") and Digital do not resolve Digital's objections to the *Debtors' Motion for Orders: (A)(I) Authorizing and Approving Sale Procedures Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase*

Agreements Thereto; (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the "Sale Motion") [Docket No. 61]; and *(II) Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (the "Assumption Notice") [Docket No. 924]. Digital hopes to continue to work with the Debtors in advance of the Sale Motion and Assumption Notice hearing to attempt to resolve Digital's objections.¹

POTENTIAL WITNESS LIST

DL-1	Bryan Marsh, through the Declaration of Bryan Marsh in Support of Objection to Sale Motion and Assumption Notice . ("Marsh Dec.," Docket No. 1649-1)
DL-2	Any witness that (i) is called upon by any other party in connection with the Sale Motion or Assumption Notice or (ii) submits a declaration that is moved into evidence in connection with the Sale Motion or Assumption Notice.

POTENTIAL EXHIBIT LIST²

EXHIBIT	DESCRIPTION
DL-1	Lease, attached as Exhibit 1 to the Marsh Dec.
DL-2	Assignment and Assumption of Leases, attached as Exhibit 2 to the Marsh Dec.
DL-3	Estoppel Certificate, attached as Exhibit 3 to the Marsh Dec.
DL-4	Four duplicate letters sent by Digital to various parties at GMAC Mortgage, LLC f/k/a GMAC Mortgage Corporation ("GMAC") dated February 27, 2012, attached as Exhibit 4 to the Marsh Dec.
DL-5	Letter sent by Digital to GMAC regarding an updated certificate of insurance for the Lease, dated June 15, 2012, attached as Exhibit 5 to the Marsh Dec.
DL-6	Letter sent by Digital to GMAC dated June 29, 2012, attached as Exhibit 6 to the Marsh Dec.
DL-7	Broker Opinion of Value for that certain real property located at 6875 Shady Oak Road, Eden Prairie, Minnesota, dated April 11, 2012.

¹ Digital has filed three objections with respect to the Sale Motion and Assumption Notice. See Docket Nos. 278, 1649, and 1990.

² Digital reserves the right to use as evidence any exhibit submitted by any other party in connection with the Sale Motion and Assumption Notice, including any exhibit listed on the Debtors' Exhibit List for the Sale Hearing [Docket No. 2143].

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
DL-8	Data Center Lease Market Analysis for that certain real property located at 2501 State Highway 121 South Building 3 – Suite 300, Lewisville, Texas, dated April 13, 2012.
DL-9	Building plan for that certain real property located at 2501 State Highway 121 South Building 3 – Suite 300, Lewisville, Texas.
DL-10	Purchase and Sale Agreement between EPRE LLC, as Seller, and Ally Financial Inc., as Purchaser, dated May 9, 2012, attached as Exhibit 1 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (I) Objection to the Debtors' (A) Sale Motion, and (B) Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in Particular, the Debtors' Proposed Order. [Docket No. 2136]
DL-11	Assignment of Leasehold Interest between GMAC Mortgage LLC and Ally Financial Inc., dated as of May 9, 2012, attached as Exhibit 2 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (I) Objection to the Debtors' (A) Sale Motion, and (B) Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in Particular, the Debtors' Proposed Order. [Docket No. 2136]
DL-12	Letter sent by Digital to GMAC regarding adequate assurance of future performance in connection with the proposed assignment of GMAC's lease with Digital to Ocwen Loan Servicing, LLC, dated November 5, 2012

Dated: November 15, 2012

MEYER, SUOZZI, ENGLISH & KLEIN, P.C.

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